

GRAHAM BROCK, INC.

BROADCAST TECHNICAL CONSULTANTS

PETITION TO DENY
WXVA-FM RADIO STATION
CH 252A - 98.3 MHZ - 3.0 KW
CHARLES TOWN, WEST VIRGINIA
December 2000

TECHNICAL EXHIBIT

Copyright 2000

PETITION TO DENY
WXVA-FM RADIO STATION
CH 252A - 98.3 MHZ - 3.0 KW
CHARLES TOWN, WEST VIRGINIA
December 2000

1. This Technical Exhibit and attached exhibit were prepared on behalf of Mid-Atlantic Network, Inc. ("Mid-Atlantic"). Mid-Atlantic is submitting this statement in support of its Petition to Deny the assignment of station WXVA-FM, Channel 252A, Charles Town, West Virginia.

2. WXVA-FM is authorized to operate on Channel 252A with a maximum effective radiated power of 3.0 kilowatt with an antenna height above average terrain of 91 meters. The station is presently precluded from operating with 6.0 kilowatts from its licensed transmitter site due to a shortspace with station WYCR, Channel 253B, York-Hanover, Pennsylvania.

3. Exhibit #1 is a usable area map indicating the area in which WXVA-FM could relocate its transmitter site and operate as a maximum 6.0 kilowatt 100 meter height above average terrain Class A facility. If WXVA-FM were to relocate its transmitter site a minimum of 10.8 kilometers southwest of its current site it could alleviate the shortspace with WYCR. Operating from the area denoted as "usable area", WXVA-FM would continue to provide the requisite city grade coverage over all of Charles Town, West Virginia, its community of license. As noted on the map, this relocation would move WXVA-FM directly toward Winchester, Virginia.

4. The foregoing statement was prepared on behalf of Mid-Atlantic Network, Inc., by Graham Brock, Inc. its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data related to FM facilities was extracted from the CDBS database. We assume no liability for errors or omissions in the database.

Graham Brock, Inc. - Broadcast Technical Consultants

WXVA-FM
Latitude: 39-16-23 N
Longitude: 077-51-56 W
Power: 3.00 kW
Channel: 252
Frequency: 98.3 MHz
AMSL Height: 262.0 m
Elevation: 152.0 m

Class A City Grade Contour

WSMD-FM Limit

WACL Limit

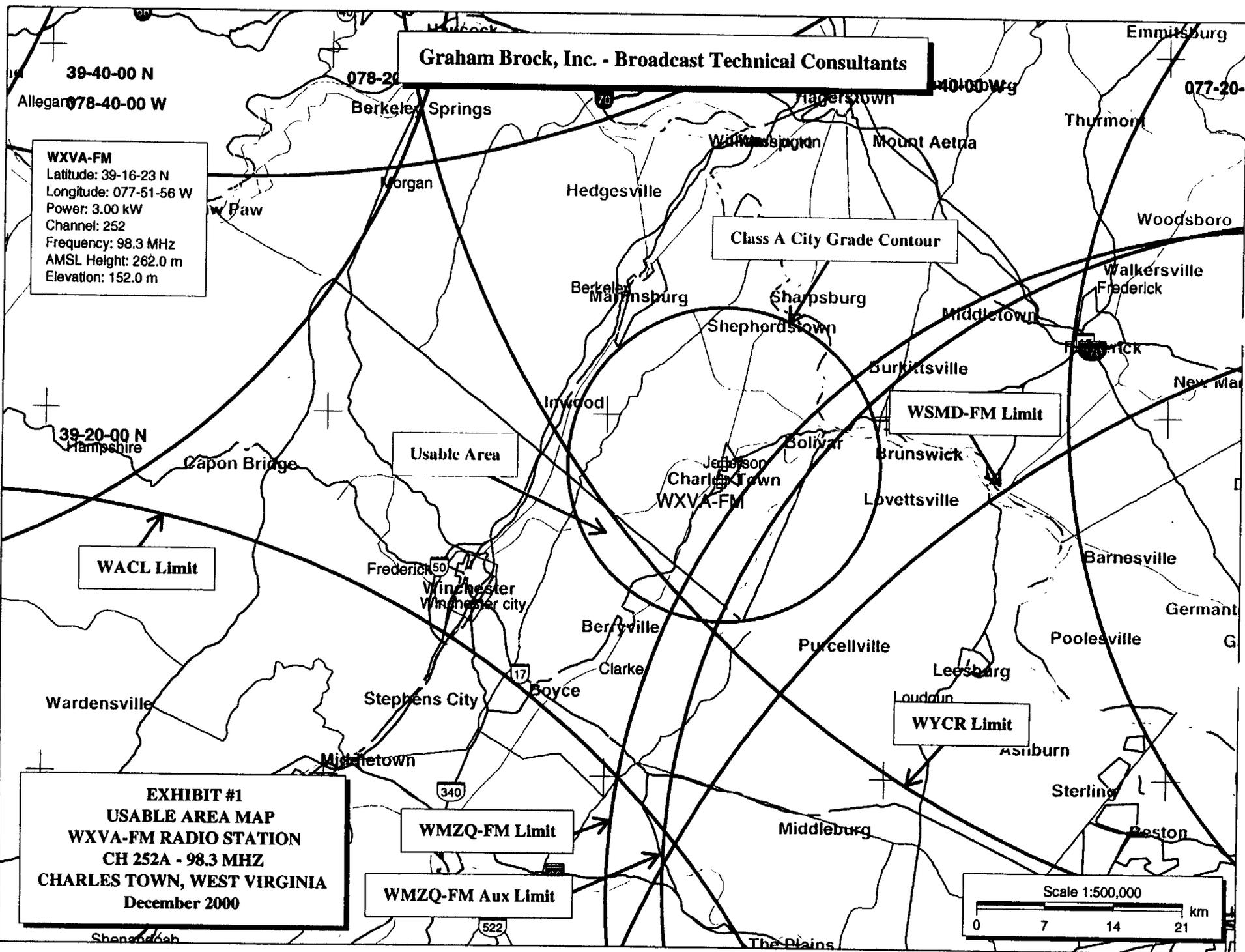
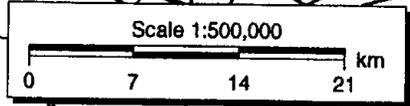
Usable Area

WYCR Limit

WMZQ-FM Limit

WMZQ-FM Aux Limit

EXHIBIT #1
USABLE AREA MAP
WXVA-FM RADIO STATION
CH 252A - 98.3 MHZ
CHARLES TOWN, WEST VIRGINIA
December 2000



Graham Brock Inc. - Broadcast Technical Consultants
 St. Simons Island GA - Washington DC

Usable area study for WXVA-FM Charles Town West Virginia
 Using present site as reference

REFERENCE
 39 16 23 N
 77 51 56 W

CLASS = A
 Current Spacings

DISPLAY DATES
 DATA 12-22-00
 SEARCH 12-27-00

----- Channel 252 - 98.3 MHz -----

Call	Channel	Location	Dist	Azi	FCC	Margin
WXVAFM LIC	252A	Charles Town	WV	0.00	0.0	115.0 -115.00
WYCR LIC	253B	York-hanover	PA	102.19	50.1	113.0 -10.81
WMZQFM LIC	254B	Washington	DC	71.71	126.6	69.0 2.71
WMZQFM AUX	254B	Washington	DC	75.88	123.4	69.0 6.88
WMZQFM AUX	254B	Washington	DC	76.18	113.3	69.0 7.18
WSMDFM LIC	252A	Mechanicsville	MD	134.40	135.0	115.0 19.40
WACL LIC	253B1	Elkton	VA	125.35	219.0	96.0 29.35
WIYY LIC	250B	Baltimore	MD	105.00	85.9	69.0 36.00
WFGY LIC	251B	Altoona	PA	151.89	341.3	113.0 38.89
AVAC VAC	253A	Meyersdale	PA	116.36	301.4	72.0 44.36
WWBE LIC	252A	Mifflinburg	PA	194.26	22.0	115.0 79.26
WTVRFM LIC	251B	Richmond	VA	192.43	169.8	113.0 79.43
RDEL DEL	252A	Charleroi	PA	198.08	299.2	115.0 83.08
WOGIFM LIC	252A	Charleroi	PA	198.08	299.2	115.0 83.08
AVAC VAC	255A	Orange	VA	115.29	191.1	31.0 84.29
RADD ADD	252A	Duquesne	PA	206.17	306.7	115.0 91.17

EXHIBIT #2
PETITION TO DENY
WXVA-FM RADIO STATION
CH 252A - 3.0 KW
CHARLES TOWN, WV

 December 2000

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

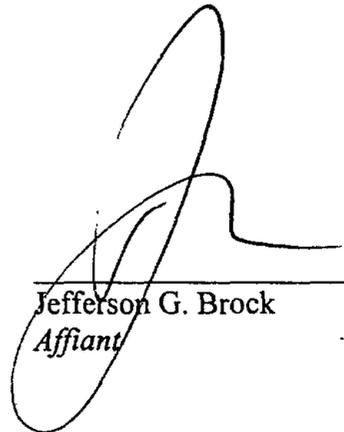
State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Mid-Atlantic Network, Inc., to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of December, 2000.



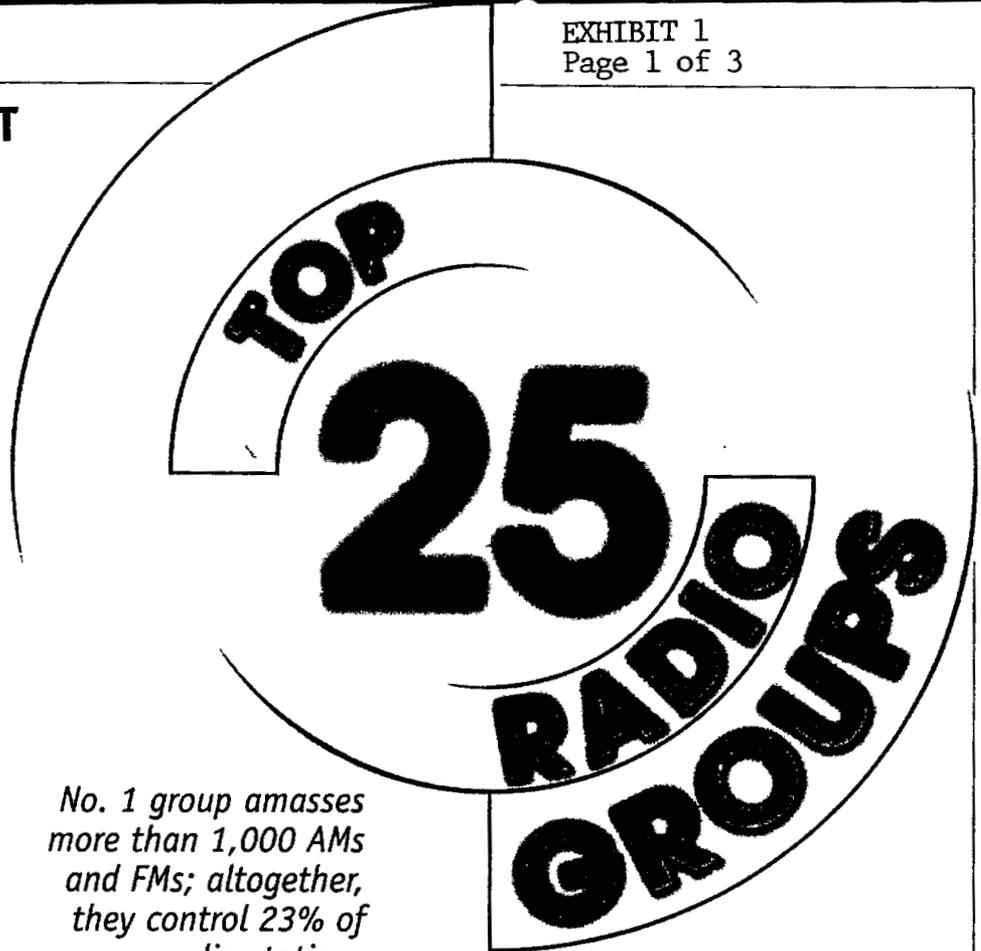
Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of December, 2000.*



Notary Public, State of Georgia
My Commission Expires: April 20, 2002

SPECIAL REPORT



1	Clear Channel	\$3.1 B (1)
2	Infinity	\$2.1B (2)
3	ABC Radio	\$406.9M (4)
4	Cox Radio	\$385.2M (6)
5	Entercom	\$358.6M (5)
6	Citadel	\$319.5M (9)
7	Emmis	\$244.4M (11)
8	Cumulus	\$239.1M (8)
9	Radio One	\$233M (16)
10	Susquehanna	\$221.6M (10)
11	Hispanic	\$214.6M (7)
12	Bonneville	\$173.5M (12)
13	Spanish	\$138.7M (15)
14	Jefferson-Pilot	\$133.4M (17)
15	Greater Media	\$122M (14)
16	Beasley	\$118.6M (17)
17	Saga	\$94.1M (18)
18	Journal	\$70.4M (19)
19	Entravision	\$67.2M (*)
20	Tribune	\$60.8M (20)
21	Nassau	\$59.7M (*)
22	Inner City	\$57.35M (*)
23	Sandusky	\$56M (21)
24	Regent	\$52M (*)
25	Barnstable	\$50.4M (*)

No. 1 group amasses more than 1,000 AMs and FM's; altogether, they control 23% of radio stations

Clearly, it's Clear Channel

Clear Channel Communications has shattered a previously unimaginable ceiling: owning more than 1,000 of the nation's commercial radio stations. And the group generated an estimated \$3.1 billion in 1999. That accounts for nearly 20% of the \$16 billion in total radio revenue for the year and makes the company No. 1 on BROADCASTING & CABLE's annual list of the Top 25 Radio Groups, compiled by BIA Research.

Besides confirming Clear Channel's radio supremacy, the list testifies to the rapid consolidation of radio. The Top 25 controlled just 7.3% of all stations a scant four years ago. Then, of course, came the deregulation of 1996 and the station feeding frenzy. Digest this: The Top 25 now control 23.4% of all stations (2,471 of 10,549) and 57% of all revenue (\$9.16 billion of \$16 billion).

Clear Channel rose to the top slot because of its \$23.8 billion acquisition of AMFM, which was No. 1 in '99. That deal and several others made room for five new entries: Entravision, Nassau, Inner City, Regent and Barnstable.

The following ranks the groups by estimated 1999 revenue. Their AM and FM holdings as of Aug. 22 are listed by Arbitron market.

Last year's ranking in parenthesis

*New to list

Sources: BIA Research and BROADCASTING & CABLE

Radio stars

Clear Channel Communications Inc.
(NYSE: CCU)



Michaels

\$3.14 billion
1,018 stations
(327 AMs, 691 FMs)
200 E. Basse Rd., San Antonio, Texas 78209
(210) 822-2828
www.clearchannel.com

L. Lowry Mays, CEO
Thomas O. Hicks, direc-

tor/10% owner (with Hicks, Muse, Tate & Furst Inc.)
Randy Michaels, chairman/CEO, Clear Channel Radio
Kenneth J. O'Keefe, president/COO, Clear Channel Radio

New York (1):	5 FMs
Los Angeles (2):	4 AMs, 6 FMs
Chicago (3):	1 AM, 5 FMs
San Francisco (4):	2 AMs, 5 FMs
Philadelphia (5):	1 AM, 5 FMs
Dallas/Ft. Worth (6):	5 FMs
Detroit (7):	2 AMs, 5 FMs
Boston (8):	1 AM, 2 FMs
Washington (9):	3 AMs, 5 FMs
Houston/Galveston (10):	3 AMs, 6 FMs
Atlanta (11):	2 AMs, 4 FMs
Miami/Ft. Lauderdale (12):	3 AMs, 5 FMs
San Diego (15):	3 AMs, 7 FMs
Phoenix (16):	3 AMs, 5 FMs
Minneapolis/St. Paul (17):	2 AMs, 5 FMs
Nassau/Suffolk, N.Y. (18):	1 AM, 1 FM
St. Louis (19):	1 AM, 5 FMs
Baltimore (20):	1 AM, 2 FMs
Tampa/St. Petersburg, Fla. (21):	3 AMs, 5 FMs
Pittsburgh (22):	1 AM, 5 FMs
Denver/Boulder (23):	4 AMs, 5 FMs
Cleveland (24):	1 AM, 5 FMs
Portland, Ore. (25):	2 AMs, 2 FMs
Cincinnati (26):	4 AMs, 4 FMs
San Jose, Calif. (27):	2 FMs
Riverside/San Bernardino, Calif. (28):	3 AMs, 1 FM
Sacramento, Calif. (29):	2 AMs, 2 FMs
Milwaukee/Racine, Wis. (31):	2 AMs, 4 FMs
San Antonio (32):	3 AMs, 4 FMs
Providence/Warwick, R.I. (33):	1 AM, 3 FMs
Columbus, Ohio (34):	2 AMs, 3 FMs

Salt Lake City/Ogden (35):	3 AMs, 5 FMs
Norfolk/Va. Beach, Va. (36):	4 FMs
Charlotte/Gastonia/Rock Hill, N.C. (37):	4 FMs
Indianapolis (38):	1 AM, 2 FMs
Orlando Fla. (39):	2 AMs, 5 FMs
Las Vegas (40):	4 FMs
New Orleans (41):	2 AMs, 5 FMs
Greensboro/Winston-Salem, N.C. (42):	4 FMs
Nashville (43):	1 AM, 4 FMs
Hartford/New Britain, Conn. (44):	1 AM, 4 FMs
Memphis, Tenn. (46):	3 AMs, 4 FMs
Raleigh/Durham, N.C. (48):	1 AM, 4 FMs
Austin, Texas (49):	1 AM, 5 FMs
W. Palm Beach/Boca Raton, Fla. (50):	5 AMs, 7 FMs
Jacksonville, Fla. (51):	3 AMs, 6 FMs
Rochester, N.Y. (52):	2 AMs, 5 FMs
Louisville, Ky. (53):	3 AMs, 5 FMs
Oklahoma City (54):	3 AMs, 4 FMs
Birmingham, Ala. (55):	2 AMs, 5 FMs
Dayton, Ohio (56):	2 AMs, 6 FMs
Richmond, Va. (57):	2 AMs, 4 FMs
Greenville/Spartanburg, S.C. (58):	1 AM, 3 FMs
Albany/Schenectady/Troy, N.Y. (59):	2 AMs, 5 FMs
Honolulu (60):	3 AMs, 4 FMs
Tucson (61):	2 AMs, 2 FMs
Tulsa, Okla. (62):	2 AMs, 4 FMs
McAllen/Brownsville, Texas (63):	2 FMs
Fresno, Calif. (65):	2 AMs, 6 FMs
Grand Rapids, Mich. (66):	2 AMs, 5 FMs
Allentown/Bethlehem, Pa. (67):	2 AMs, 2 FMs
Akron, Ohio (68):	1 AM, 1 FM
El Paso, Texas (70):	2 AMs, 3 FMs
Ft. Myers/Naples, Fla. (71):	2 AMs, 6 FMs
Albuquerque, N.M. (72):	2 AMs, 6 FMs
Omaha/Council Bluffs, Neb. (73):	1 AM, 3 FMs
Monterey/Salinas, Calif. (74):	2 AMs, 4 FMs
Syracuse, N.Y. (75):	2 AMs, 5 FMs
Wilmington, Del. (76):	2 AMs, 2 FMs
Harrisburg/Lebanon/Cartisle, Pa. (77):	3 AMs, 3 FMs
Sarasota/Bradenton, Fla. (78):	2 AMs, 4 FMs
Toledo, Ohio (79):	2 AMs, 4 FMs
Springfield, Mass. (80):	2 AMs, 2 FMs
Baton Rouge, La. (82):	3 AMs, 3 FMs
Little Rock, Ark. (83):	5 FMs
Wichita, Kan. (84):	4 FMs
Stockton, Calif. (85):	1 AM, 1 FM

Charleston, S.C. (87):	1 AM, 5 FMs
Mobile, Ala. (88):	2 AMs, 4 FMs
Columbia, S.C. (89):	2 AMs, 4 FMs
Spokane, Wash. (91):	2 AMs, 4 FMs
Des Moines, Iowa (92):	3 AMs, 4 FMs
Colorado Springs, Colo. (94):	3 FMs
Melbourne/Titusville/Cocoa, Fla. (95):	2 AMs, 2 FMs
Youngstown/Warren, Ohio (97):	4 AMs, 6 FMs
New Haven, Conn. (102):	2 AMs, 1 FM
Chattanooga, Tenn. (104):	1 AM, 4 FMs
Roanoke/Lynchburg, Va. (105):	2 AMs, 7 FMs
Lexington/Fayette, Ky. (106):	2 AMs, 4 FMs
Visalia/Tulare/Hanford, Calif. (107):	1 AM
Huntsville, Ala. (109):	2 AMs, 5 FMs
Worcester, Mass. (110):	1 AM, 1 FM
Lancaster, Pa. (111):	1 AM, 1 FM
Ft. Pierce/Stuart/Vero Beach, Fla. (116):	2 AMs, 3 FMs
Portsmouth/Dover, N.H. (117):	3 AMs, 4 FMs
Jackson, Miss. (118):	3 AMs, 5 FMs
Madison, Wis. (120):	2 AMs, 4 FMs
Pensacola, Fla. (121):	3 FMs
Modesto, Calif. (122):	1 AM, 3 FMs
Boise, Idaho (124):	2 AMs, 4 FMs
Beaumont/Port Arthur, Texas (127):	1 AM, 3 FMs
Corpus Christi, Texas (129):	2 AMs, 4 FMs
Shreveport, La. (130):	2 AMs, 4 FMs
Reading, Pa. (131):	1 AM, 1 FM
Ft. Collins/Greeley, Colo. (132):	2 AMs, 2 FMs
Tyler/Longview, Texas (140):	1 AM, 4 FMs
Newburgh/Middletown, N.Y. (141):	1 AM, 1 FM
Montgomery, Ala. (142):	3 FMs
Huntington, W.Va./Ashland, Ky. (144):	5 AMs, 5 FMs
Ann Arbor, Mich. (145):	2 AMs, 2 FMs
Springfield, Mo. (146):	1 AM, 4 FMs
Killeen/Temple, Texas (149):	2 FMs
Salisbury/Ocean City, Md. (150):	2 AMs, 6 FMs
Utica/Rome, N.Y. (151):	3 AMs, 3 FMs
Evansville, Ind. (152):	1 AM, 3 FMs
Savannah, Ga. (154):	2 AMs, 4 FMs
Fayetteville, Ark. (155):	4 FMs
Poughkeepsie, N.Y. (157):	2 AMs, 5 FMs
Tallahassee, Fla. (159):	1 AM, 4 FMs
San Luis Obispo, Calif. (165):	1 AM
Binghamton, N.Y. (166):	2 AMs, 4 FMs
Anchorage, Alaska (168):	2 AMs, 4 FMs
Columbus, Ga. (169):	3 AMs, 5 FMs
Johnstown, Pa. (170):	1 AM, 1 FM
Ft. Smith, Ark. (171):	1 AM, 3 FMs
Lincoln, Neb. (172):	4 FMs
Odessa/Midland, Texas (174):	1 AM, 4 FMs
Lubbock, Texas (177):	2 AMs, 4 FMs



Asheville, N.C. (179):	.....1 AM, 1 FM
Santa Barbara, Calif. (184):	.....3 AMs, 4 FMs
Manchester, N.H. (185):	.....1 AM, 1 FM
Amarillo, Texas (187):	.....1 AM, 3 FMs
Waco, Texas (192):	.....1 AM, 2 FMs
Yakima, Wash. (193):	.....2 AMs, 3 FMs
Springfield, Ill. (196):	.....1 AM, 2 FMs
Frederick, Md. (199):	.....1 AM, 1 FM
Cedar Rapids, Iowa (200):	.....3 AMs, 2 FMs
Alexandria, La. (203):	.....1 AM, 3 FMs
Ft. Walton Beach, Fla. (204):	.....1 FM
Medford/Ashland, Ore. (207):	.....1 AM, 4 FMs
Fargo, N.D./Moorhead, Minn. (211):	.....2 AMs, 4 FMs
Tuscaloosa, Ala. (216):	.....1 AM, 3 FMs
Winchester, Va. (218):	.....1 AM, 2 FMs
Abilene, Texas (221):	.....2 AMs, 4 FMs
Charlottesville, Va. (222):	.....2 AMs, 4 FMs
Wheeling, W.Va. (223):	.....2 AMs, 5 FMs
Parkersburg, W.Va./Marietta, Ohio (224):	.....1 AM, 4 FMs
Burlington, Vt. (225):	.....1 AM, 3 FMs
Panama City, Fla. (226):	.....1 AM, 5 FMs
Lima, Ohio (228):	.....1 AM, 3 FMs
Rochester, Minn. (229):	.....3 AMs, 2 FMs
Eau Claire, Wis. (231):	.....2 AMs, 4 FMs
Bryan/College Station, Texas (232):	.....2 FMs
Santa Fe, N.M. (235):	.....2 FMs
Battle Creek, Mich. (238):	.....2 AMs, 2 FMs
Wichita Falls, Texas (243):	.....1 AM, 3 FMs
Texarkana, Texas/Ark. (247):	.....1 AM, 3 FMs
Williamsport, Pa. (249):	.....2 AMs, 2 FMs
Albany, Ga. (253):	.....1 AM, 3 FMs
Mankato/New Ulm, Minn. (256):	.....2 AMs, 4 FMs
Lawton, Okla. (258):	.....2 FMs
Grand Forks, N.D./Minn. (264):	.....1 AM, 4 FMs
Cookeville, Tenn. (265):	.....2 AMs, 2 FMs
Bismarck, N.D. (266):	.....1 AM, 1 FM
Jackson, Tenn. (268):	.....1 AM, 2 FMs
Bangor, Maine (270):	.....5 FMs
Mason City, Iowa (272):	.....2 AMs, 4 FMs

Cheyenne, Wyo. (274):	.....1 AM, 4 FMs
Casper, Wyo. (278):	.....2 AMs, 4 FMs
Nonrated markets:	.....49 AMs, 85 FMs

Infinity Broadcasting Corp.

(controlled by Viacom Inc.)



Mason

NYSE: INF
\$2.14 billion
187 stations
(51 AMs, 136 FMs)
40 W. 57th St., New York, N.Y. 10019
(212) 314-9200
www.cbsradio.com
(Infinity Web site under construction)

Mel Karmazin, chairman, Viacom/CEO, Infinity

Daniel R. Mason, president, Infinity

New York (1):	.....3 AMs, 3 FMs
Los Angeles (2):	.....3 AMs, 5 FMs
Chicago (3):	.....3 AMs, 5 FMs
San Francisco (4):	.....3 AMs, 4 FMs
Philadelphia (5):	.....3 AMs, 2 FMs
Dallas/Ft. Worth (6):	.....2 AMs, 5 FMs
Detroit (7):	.....2 AMs, 4 FMs
Boston (8):	.....1 AM, 4 FMs
Washington (9):	.....1 AM, 4 FMs
Houston/Galveston (10):	.....2 AMs, 2 FMs
Atlanta (11):	.....1 AM, 2 FMs
Seattle/Tacoma (14):	.....1 AM, 4 FMs
San Diego (15):	.....2 FMs
Phoenix (16):	.....3 FMs
Minneapolis/St. Paul (17):	.....2 AMs, 2 FMs
St. Louis (19):	.....1 AM, 2 FMs
Baltimore (20):	.....3 AMs, 4 FMs
Tampa/St. Petersburg, Fla. (21):	.....1 AM, 5 FMs
Pittsburgh (22):	.....1 AM, 3 FMs
Denver/Boulder (23):	.....3 FMs
Cleveland (24):	.....4 FMs
Portland, Ore. (25):	.....1 AM, 5 FMs
Cincinnati (26):	.....4 FMs
San Jose, Calif. (27):	.....2 FMs
Riverside/San Bernardino, Calif. (28):	.....2 FMs
Sacramento, Calif. (29):	.....2 AMs, 5 FMs
Kansas City (30):	.....4 FMs
San Antonio, Texas (32):	.....1 AM, 1 FM
Columbus, Ohio (34):	.....3 FMs
Charlotte/Gastonia, N.C. (37):	.....2 AMs, 5 FMs
Orlando, Fla. (39):	.....3 FMs
Las Vegas (40):	.....2 AMs, 4 FMs
Greensboro/Winston-Salem, N.C. (42):	.....3 AMs

Hartford/New Britain, Conn. (44):	.....1 AM, 3 FMs
Buffalo/Niagara Falls, N.Y. (45):	.....1 AM, 4 FMs
Memphis, Tenn. (46):	.....1 AM, 1 FM
Austin, Texas (49):	.....1 AM, 3 FMs
W. Palm Beach/Boca Raton, Fla. (50):	.....2 FMs
Rochester, N.Y. (52):	.....4 FMs
Fresno, Calif. (65):	.....2 AMs, 5 FMs
Palm Springs, Calif. (153):	.....1 FM
Nonrated markets:	.....1 AM, 1 FM

ABC Radio Inc.

(subsidiary of Walt Disney Co.)



Hare

NYSE: DIS
\$406.88 million
52 stations
(34 AMs, 18 FMs)
13725 Montfort Drive,
Dallas, Texas 75240
(972) 991-9200
abcradio.com (for ABC
Radio Networks)
Bob Iger, president/COO,

Disney

Robert F. Callahan, president, ABC Broadcast Group
John Hare, president, ABC Radio

New York (1):	.....2 AMs, 1 FM
Los Angeles (2):	.....2 AMs, 1 FM
Chicago (3):	.....4 AMs, 1 FM
San Francisco (4):	.....3 AMs
Philadelphia (5):	.....1 AM
Dallas/Ft. Worth (6):	.....2 AMs, 2 FMs
Detroit (7):	.....1 AM, 2 FMs
Boston (8):	.....1 AM
Washington (9):	.....1 AM, 2 FMs
Houston/Galveston (10):	.....1 AM
Atlanta (11):	.....1 AM, 2 FMs
Miami/Ft. Lauderdale, Fla. (12):	.....1 AM
Seattle/Tacoma (14):	.....1 AM
Phoenix (16):	.....1 AM
Minneapolis/St. Paul (17):	.....1 AM, 5 FMs
St. Louis (19):	.....1 AM
Tampa/St. Petersburg/Clearwater, Fla. (21):	.....1 AM
Pittsburgh (22):	.....1 AM
Denver/Boulder (23):	.....2 AMs
Cleveland (24):	.....1 AM
Providence/Warwick/Pawtucket, R.I. (33):	.....1 AM
Charlotte/Gastonia/Rock Hill, N.C. (37):	.....1 AM
Hartford/New Britain/Middletown, Conn. (44):	.....1 AM
W. Palm Beach/Boca Raton, Fla. (50):	.....1 AM
Richmond, Va. (57):	.....1 AM
Nonrated markets:	.....2 FMs

Market: Winchester, VA

Competitive Overview

Metro Rank: 218

FM Stations



Calls	City of License	FCC Class	Freq	Power (kW)	HAAT	C	Owner	Year Std	Date Acq'd	Sales Price (000)	L M A	Format	1999 Est Revenue (000)1/	Power Ratio	Avg '99 Local Comm	ARB 12+ Metro Shares (see rights)																
																Fall 1999	Spring 1999	Fall 1998	Spring 1998	Fall 1997	Spring 1997	Fall 1996	Spring 1996									
WINC	Winchester	B	92.5	22.0	1424	b	Mid Atlantic	46				AC	2,525	1.57	20.6	11.4	13.2	9.5	16.0	12.9	8.7	0.0	12.1									
WAZR	Woodstock	B1	93.7	25.0	43		Ruarch Assoc, VA	85				Nostalgia	650	1.37	6.1	4.4	2.6	4.0	3.4	5.5	5.8	0.0	1.9									
WFTR	Front Royal	A	95.3	4.0	299	a	Straus Media Group	81				Oldies	475	1.30	4.7	2.5	1.6	3.5	4.6	3.7	3.9	0.0	4.4									
WSIG	Mount Jackson	B1	96.9	25.0	cp	243	c	Shenandoah Cnty	88	9602		Country	450	0.69	8.4	2.6	5.8	3.5	4.0	3.7	1.9	0.0	3.4									
WFQX	Front Royal	A	99.3	3.0	295	a	AMFM Inc	73	9910	p		Clac Rock	350	0.50	8.9	6.8	4.2	5.5	3.4	3.7	3.4	0.0	5.3									
WUSQ	Winchester	B	102.5	32.0	830	a	AMFM Inc	65	9910	p		Country	2,750	0.89	39.7	19.7	22.1	21.4	17.7	20.3	23.2	0.0	23.3									
WBPP	Strasburg	A	104.9	4.1	220	b	Mid Atlantic	87	9707		850 d1	Country			1.9	1.0	1.6	0.5	0.6	0.5	0.5	0.0	0.5									
WAPP	Berryville	A	105.5	3.0	299	b	Mid Atlantic	80	9707		d1	Country	325	1.30	3.2	1.7	2.8	1.0	1.7	0.5	1.9	0.0	1.9									
# FM Stations -																8	# Combos -		7	FM TOTALS				93.6	50.0	53.7	48.9	51.4	50.8	49.3	0.0	5.1

AM Stations

Calls	City of License	FCC Class	Freq	Day Power (kW)	Night Power (kW)	C	Owner	Year Std	Date Acq'd	Sales Price (000)	L M A	Format	1999 Est Revenue (000)1/	Power Ratio	Avg '99 Local Comm	ARB 12+ Metro Shares (see rights)																
																Fall 1999	Spring 1999	Fall 1998	Spring 1998	Fall 1997	Spring 1997	Fall 1996	Spring 1996									
WNTW	Winchester	B	810	0.5	0.50	a	AMFM Inc	61	9910	p		ChrsContemp	100	0.82	1.4	0.6	0.5	1.0	0.0	0.9	1.0	0.0	0.0									
WSVG	Mount Jackson	B	790	1.0	0.04	c	Shenandoah Cnty	54	9602		st	Country			0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0									
WAMM	Woodstock	C	1230	1.0	0.25		Dean O'Connell Inc	61	9103		80 +	Country			0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0									
WINC	Winchester	C	1400	1.0	1.00	b	Mid Atlantic	41				News/Talk	150	0.38	5.1	1.1	2.1	3.5	1.7	1.8	1.4	0.0	2.9									
WFTR	Front Royal	C	1460	1.0	1.00	a	Straus Media Group	48				Nws/Tlk/Spt			0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.5									
# AM Stations -																5	# Combos -		4	AM TOTALS				6.5	1.7	2.8	4.5	1.7	2.7	2.4	0.0	3.4
Stations Profiled -																13	# Duopolies -		2	Total Local Commercial Share				61.7	56.3	53.4	53.1	53.5	61.7	0.0	55.8	

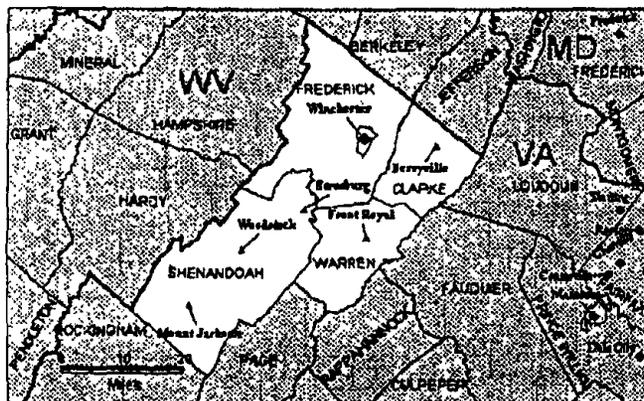
NOTE: Market rated twice yearly with Fall 1997 period.

EXHIBIT 2

1/ See introduction section for interpretation of revenue estimates.

Metro Rank: 218
Revenue Rank: 195

Winchester, VA Market Overview



Metro Counties / Population (000)

Clarke, VA	13.2
Frederick, VA	56.5
Shenandoah, VA	36.8
Warren, VA	29.4
Winchester city, VA	22.8
Total	158.7

Market Radio Financials (all figures in 000's, except percentages and ratios)

ESTIMATED GROSS REVENUES ***	1993	1994	1995	1996	1997	1998	Δ 93-98
		N/A	\$5,100	\$5,500	\$6,200	\$6,400	\$6,700
Revenue/Retail Sales Revenue/Capita	1993	1998	2003	Est. Breakout			
	N/A	\$4.21/1,000	\$5.36/1,000	Local 80%				National 20%

Demographic and Economic Overview (000's, except Retail Sales and EBI in 000,000's)

	1993	1998	Growth Rate	1998	2003	Growth Rate
MSA Population	147.0	158.7	1.5%	158.7	168.2	1.2%
Households	55.8	61.0	1.8%	61.0	65.7	1.5%
Retail Sales	1,267.7	1,589.8	4.6%	1,589.8	2,033.5	5.0%
EBI	2,110.2	2,364.1	2.3%	2,364.1	2,834.0	3.7%

Demographic Breakdown

	Total	Under 12	12 - 17	18 - 24	25 - 34	35 - 44	45 - 54	Over 55
Men (000)	78.2	12.3	6.3	6.5	11.2	13.1	12.2	16.6
Women (000)	80.5	11.8	5.8	6.5	10.8	12.7	12.1	20.8
Total	158.7	24.1	12.1	13.0	22.0	25.9	24.2	37.4
Percentage	100.0%	15.2%	7.6%	8.2%	13.8%	16.3%	15.3%	23.5%
Per Capita	\$ 14,897	Median Household		\$ 32,371	Avg Household		\$ 38,756	
Ethnic Population:	White 94.3%	Black 4.9%	Asian 0.7%	Hispanic 1.4%				

Market Summary

FM Classes	Class A	Class B	Class C	Viable FMs	All FMs	All AMs	Total
# Stations	4	4		5	8	5	13
Tot 12+	12.0	38.0		44.8	50.0	1.7	51.7
Avg 12+	3.0	9.5		9.0	6.3	0.3	4.0
Tot LCS	23.2	73.5		86.7	96.7	3.3	100.0
Avg LCS	5.8	18.4		17.3	12.1	0.7	7.7

EXHIBIT 4

Calculation of HHI -- Winchester, Virginia Radio Market⁶

	<u>Revenues (000)</u>	<u>% of Market</u>	<u>HHI</u>
Clear Channel	\$3200	41.2%	1697
Mid Atlantic Network	\$3000	38.6%	1490
Ruarch Associates	\$ 650	8.4%	71
Straus Communications	\$ 475	6.1%	37
Shenandoah County	\$ 450	5.8%	34
Dean O'Connell ⁷	-----	-----	-----
TOTALS	\$7775	100%	3329

⁶Source: BIA Winchester, Virginia Market Competitions Overview, data as of April 18, 2000 (Exhibit 2).

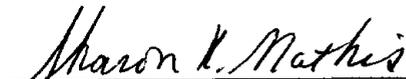
⁷BIA does not report any revenues attributable to Dean O'Connell's AM station, WAMM, in Woodstock, Virginia.

CERTIFICATE OF SERVICE

I, Sharon K. Mathis, a secretary with the law firm of Cole, Raywid & Braverman, L.L.P., do hereby certify that copies of the foregoing "Motion for Leave to Supplement and Supplement to Petition for Reconsideration" were sent via first class, postage prepaid, United States mail, this 10th day of March, 2004 to the following:

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